

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

KLEIN TOOLS, INC., Successor in	:	
Interest to GRIP-IT CORPORATION	:	
	:	
Plaintiff,	:	CIVIL ACTION
	:	CASE NO. 02-3665
vs.	:	
	:	
ETTA M. LAIRD	:	
	:	
Defendant.	:	

**ANSWER OF KLEIN TOOLS, INC., SUCCESSOR IN INTEREST
TO GRIP-IT CORPORATION, TO DEFENDANT'S COUNTERCLAIM**

Klein Tools, Inc., Successor in Interest to Grip-It Corporation ("Klein Tools"), by and through its counsel White and Williams LLP, for its answer to defendant's counterclaim hereby states as follows:

20. Klein Tools incorporates by reference as though fully set forth at length herein all the allegations set forth in its Complaint.

21. Denied as stated.

22. Denied as stated.

23. Admitted in part; denied in part. Klein Tools admits only that it sent a notice to defendant on or about June 27, 2002. However, Klein Tools denies that said notice was necessary or required.

24. Denied.

25. Denied.

FIRST AFFIRMATIVE DEFENSE

Defendant's counterclaim fails to state a claim for which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

Defendants counterclaim is subject to setoff and/or recoupment.

THIRD AFFIRMATIVE DEFENSE

The License Agreement is not enforceable.

FOURTH AFFIRMATIVE DEFENSE

The License Agreement is illegal.

WHEREFORE, Klein Tools demands that judgment be entered in favor of Klein Tools and against defendant.

Respectfully submitted,

WHITE AND WILLIAMS LLP

BY:_____

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Attorneys for Plaintiff
Klein Tools, Inc., Successor
in Interest to Grip-It Corp.

DATE:_____

CERTIFICATE OF SERVICE

I, Michael N. Onufrak Esquire, hereby certify that I have served a true and correct copy of the foregoing Answer to Counterclaim on counsel listed below, via first class mail, postage, prepaid this day of September 2002.

Warren L. Soffian, Esquire
Silverman, Bernheim and Vogel
Two Penn Center Plaza
Suite 910
Philadelphia, PA 19107

Michael N. Onufrak